

RECORDATION NO. 29798 - ^AFILED

FEB 15 '12 -9 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 15, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of February 10, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation 29798.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Assignee: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

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480 West Dussel Drive
Maumee, OH 43537

A description of the railroad equipment covered by the enclosed document is:

107 railcars within the series GBRX 934731 – GBRX 935013 as more particularly set forth in the attachment to the document.


A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


✓ Edward M. Luria

EML/sem
Enclosures

RECORDED. 29798 - A
FILED

Execution Version

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered effective as of February 10, 2012 by and between Greenbrier Leasing Company LLC ("Assignor") and The Andersons, Inc. ("Assignee").

WHEREAS, Assignor, as Lessor, and Penny Newman Grain Co., as Lessee, have heretofore entered into that certain Equipment Lease Agreement dated June 1, 2010 ("Lease") pertaining to one hundred seven (107) used woodchip gondola railcars, 6,000 to 6,740 cubic foot capacity, with double end doors, which railcars are marked and numbered as indicated on Schedule A ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on May 31, 2011 and assigned Recordation Number 29798.

WHEREAS, Assignor and Assignee have entered into that certain Assignment and Assumption Agreement ("Assignment"), dated as of February 10, 2012, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to assume from the Assignor the Lease

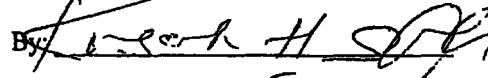
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNEE: THE ANDERSONS, INC

By: 

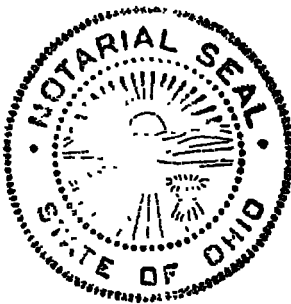
Name: Rasesh H. Shah


Title President, Rail Group

STATE OF OHIO)
COUNTY OF LUCAS) ss.

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, President, Rail Group of The Andersons, Inc , and s/he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.


In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 10th day of February, 2012.




Notary Public
My commission expires

JULIE ANN DITTIE
Notary Public, State of Ohio
Commission Expires 09-23-2015

ASSIGNOR: Greenbrier Leasing Company LLC

By: 

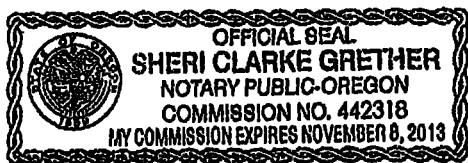
Name: Larry Stanley

Title: Senior Vice President

STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

Before me, a Notary Public, in and for said county and state, personally appeared Larry Stanley, to me personally known, who being by me duly sworn, acknowledged that he is Senior Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company, and that he, being thereunto duly authorized, did sign the foregoing instrument in behalf of said company and that the same is the free act and deed of said officer and of said company.

In Testimony Whereof, I have hereunto set my hand and official seal at Lake Oswego, Oregon this 9th day of February, 2012.




Notary Public

My Commission Expires: November 8, 2013

SCHEDULE A

EQUIPMENT
Railcars

Mark	Number	Mark	Number	Mark	Number	Mark	Number
GBRX	934731	GBRX	934796	GBRX	934852	GBRX	934941
GBRX	934732	GBRX	934798	GBRX	934853	GBRX	934942
GBRX	934739	GBRX	934799	GBRX	934854	GBRX	934957
GBRX	934741	GBRX	934802	GBRX	934855	GBRX	934959
GBRX	934745	GBRX	934804	GBRX	934857	GBRX	934961
GBRX	934750	GBRX	934805	GBRX	934858	GBRX	934964
GBRX	934752	GBRX	934806	GBRX	934859	GBRX	934965
GBRX	934755	GBRX	934807	GBRX	934862	GBRX	934969
GBRX	934756	GBRX	934811	GBRX	934863	GBRX	934970
GBRX	934760	GBRX	934812	GBRX	934868	GBRX	934974
GBRX	934763	GBRX	934815	GBRX	934873	GBRX	934979
GBRX	934764	GBRX	934816	GBRX	934880	GBRX	934983
GBRX	934766	GBRX	934820	GBRX	934884	GBRX	934986
GBRX	934767	GBRX	934821	GBRX	934891	GBRX	934990
GBRX	934771	GBRX	934822	GBRX	934893	GBRX	934995
GBRX	934772	GBRX	934825	GBRX	934903	GBRX	935007
GBRX	934773	GBRX	934829	GBRX	934906	GBRX	935010
GBRX	934774	GBRX	934831	GBRX	934910	GBRX	935011
GBRX	934775	GBRX	934833	GBRX	934913	GBRX	935012
GBRX	934776	GBRX	934834	GBRX	934914	GBRX	935013
GBRX	934778	GBRX	934835	GBRX	934917		
GBRX	934781	GBRX	934837	GBRX	934919	Total	107 Cars
GBRX	934782	GBRX	934838	GBRX	934922		
GBRX	934783	GBRX	934839	GBRX	934923		
GBRX	934786	GBRX	934840	GBRX	934926		
GBRX	934790	GBRX	934845	GBRX	934930		
GBRX	934792	GBRX	934846	GBRX	934933		
GBRX	934793	GBRX	934847	GBRX	934938		
GBRX	934795	GBRX	934848	GBRX	934940		

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CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated. 2/15/12

Edward M Luria
Edward M. Luria